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16998-C
JAN 10 1992 12 05 PM
INTERSTATE COMMERCE COMMISSION

RALEIGH OFFICE
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RALEIGH, NORTH CAROLINA 27602-0389
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PO BOX 13039
RESEARCH TRIANGLE PARK, N.C. 27709
TELEPHONE 919-544-4500
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SOUTHPARK OFFICE
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CHARLOTTE, NORTH CAROLINA 28209
TELEPHONE 704-556-9600
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January 9, 1992

2-010A017

VIA FEDERAL EXPRESS

Ms. Mildred Lee
Interstate Commerce Commission
12th & Constitution Avenues, N.W.
Washington, D.C. 20423

Re: Equipment Leasing Partners

Dear Ms. Lee:

Enclosed is an original and one copy of the First Amendment to Security Agreement for filing with the Interstate Commerce Commission.

Also enclosed is the filing fee in the amount of \$16.00. Please place this document of record and return a "stamp-filed" copy to me.

I appreciate your attention to this matter. If you have any questions, please do not hesitate to call me.

Sincerely yours,

Lynn Payne
Lynn S. Payne
Real Estate Paralegal

LSP/mpm
Enclosures

cc: Charles B. Lee, Jr., Esq.

MOTOR OPERATING UNIT
JAN 10 11 53 AM '92

Interstate Commerce Commission

Washington, D.C. 20423

1/21/92

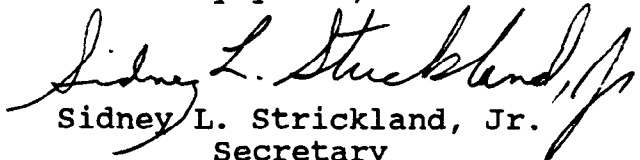
OFFICE OF THE SECRETARY

Lynn S. Payne
Real Estate Paralegal
Parker Poe Adams & Bernstein
2600 Charlotte Plaza
Charlotte, North Carolina 28244

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/10/92 at 12:05pm, and assigned recordation number(s). 16998-C

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDING NO. 16998-C
JAN 10 1992 -12 05 PM
INTERSTATE COMMERCE COMMISSION

**FIRST AMENDMENT TO SECURITY AGREEMENT,
EQUIPMENT LOAN AGREEMENT AND LOAN DOCUMENTS**

This FIRST AMENDMENT TO SECURITY AGREEMENT, EQUIPMENT LOAN AGREEMENT AND LOAN DOCUMENTS (this "Amendment") is made between EQUIPMENT LEASING PARTNERS, a North Carolina general partnership ("Borrower") and FIRST UNION NATIONAL BANK OF NORTH CAROLINA ("Lender").

WHEREAS, Borrower and Lender entered into that certain Equipment Loan Agreement dated as of July 31, 1990 ("Equipment Loan Agreement") pursuant to which Lender lent to Borrower certain sums to finance the acquisition of business equipment therein described; and

WHEREAS, Borrower granted Lender security interest in certain property of the Borrower, including without limitation, a "Remanufactured Locomotive" to be located in Richmond, Virginia (the "Richmond Locomotive"), all as set forth in that certain Security Agreement dated as of July 31, 1990 (the "Security Agreement"), a copy of which was recorded with the United States Interstate Commerce Commission on September 10, 1990 (registration number 16998, 16998-A and 16998-B);

WHEREAS, the serial number and other specific information on the "Richmond Locomotive" is now available and Borrower and Lender wish to amend the Security Agreement, the Equipment Loan Agreement and related loan documents to reflect this information;

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein, Borrower hereby grants Lender a security interest in all of Borrower's right, title and interest, whether now existing or hereafter arising, in the Richmond Locomotive as described below and Borrower and Lender hereby amend the Equipment Loan Agreement, the Security Agreement and all other documents evidencing, securing or otherwise relating to the indebtedness arising pursuant to the Equipment Loan Agreement (collectively, "Loan Documents"), to reflect the description of the "Remanufactured locomotive" shown as part of the equipment being leased to Cogentrix of Richmond as follows:

Remanufactured republic model RL1000 locomotive switcher
with new caterpillar model 3508, 1000 horsepower diesel
engine package, serial number 0063.

Unless modified herein, each of the Loan Documents shall remain in full force and effect. This Amendment may be executed in two or more counterparts.

This 9th day of January, 1992.

FIRST UNION NATIONAL BANK
OF NORTH CAROLINA

By: Mary T. Mack
Title: Vice President

EQUIPMENT LEASING PARTNERS

By: _____
Title: _____

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

This 9th day of January, 199²0, before me, the undersigned Notary Public in and for the County and State aforesaid, personally came Mary T. Mack, who, being duly sworn, says that she is Vice President of FIRST UNION NATIONAL BANK OF NORTH CAROLINA, and that the seal affixed to the foregoing instrument in writing is the corporate seal of the corporation, and that she/he signed and sealed said instrument on behalf of said corporation by its authority duly given. And the said Vice President acknowledged said instrument to be the act and deed of said corporation.

WITNESS my hand and notarial seal the day and year first above written.

Karen H. Pennell
Notary Public

My Commission Expires:

9-2-92

[NOTARY SEAL]

This 9th day of January, 1992.

FIRST UNION NATIONAL BANK
OF NORTH CAROLINA

By: _____
Title: _____

EQUIPMENT LEASING PARTNERS

By: R. W. [Signature]
Title: Treasurer

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

This ____ day of _____, 1990, before me, the undersigned Notary Public in and for the County and State of _____, aforesaid, personally came _____, who, being duly sworn, says that she is Vice President of FIRST UNION NATIONAL BANK OF NORTH CAROLINA, and that the seal affixed to the foregoing instrument in writing is the corporate seal of the corporation, and that she/he signed and sealed said instrument on behalf of said corporation by its authority duly given. And the said _____ acknowledged said instrument to be the act and deed of said corporation.

WITNESS my hand and notarial seal the day and year first above written.

Notary Public

My Commission Expires: _____

[NOTARY SEAL]

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, a Notary Public, of the County and State aforesaid, certify that Robert W. Winters, a ~~General Treasurer~~ Partner of EQUIPMENT LEASING PARTNERS, a North Carolina general partnership, personally appeared before me this day and acknowledged the execution of the foregoing instrument as ~~General Partner~~ Treasurer on behalf of EQUIPMENT LEASING PARTNERS.

WITNESS my hand and notarial seal, this 10th day of January, 1992.

My Commission Expires September 8, 1993

Carolyn W. Rabon
Notary Public

My Commission Expires:

[NOTARY SEAL]

CBL:be/3411